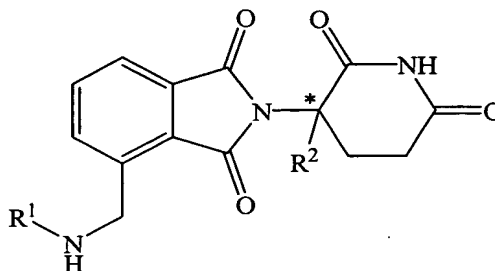


### Amendments to the Claims

The following listing of claims will replace all prior versions, and listings, of claims in the application:

1-9. (Canceled without prejudice).

10. (Previously amended) A compound having the formula:



wherein:

R<sup>1</sup> is H, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, benzyl, aryl, (C<sub>0</sub>-C<sub>4</sub>)alkyl-(C<sub>1</sub>-C<sub>6</sub>)heterocycloalkyl, (C<sub>0</sub>-C<sub>4</sub>)alkyl-(C<sub>2</sub>-C<sub>5</sub>)heteroaryl, C(O)R<sup>3</sup>, C(S)R<sup>3</sup>, C(O)OR<sup>4</sup>, (C<sub>1</sub>-C<sub>8</sub>)alkyl-N(R<sup>6</sup>)<sub>2</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl-OR<sup>5</sup>, (C<sub>1</sub>-C<sub>8</sub>)alkyl-C(O)OR<sup>5</sup>, C(O)NHR<sup>3</sup>, C(S)NHR<sup>3</sup>, C(O)NR<sup>3</sup>R<sup>3'</sup>, C(S)NR<sup>3</sup>R<sup>3'</sup> or (C<sub>1</sub>-C<sub>8</sub>)alkyl-O(CO)R<sup>5</sup>;

R<sup>2</sup> is H or (C<sub>1</sub>-C<sub>8</sub>)alkyl;

R<sup>3</sup> and R<sup>3'</sup> are independently (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, benzyl, aryl, (C<sub>0</sub>-C<sub>4</sub>)alkyl-(C<sub>1</sub>-C<sub>6</sub>)heterocycloalkyl, (C<sub>0</sub>-C<sub>4</sub>)alkyl-(C<sub>2</sub>-C<sub>5</sub>)heteroaryl, (C<sub>0</sub>-C<sub>8</sub>)alkyl-N(R<sup>6</sup>)<sub>2</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl-OR<sup>5</sup>, (C<sub>1</sub>-C<sub>8</sub>)alkyl-C(O)OR<sup>5</sup>, (C<sub>1</sub>-C<sub>8</sub>)alkyl-O(CO)R<sup>5</sup>, or C(O)OR<sup>5</sup>;

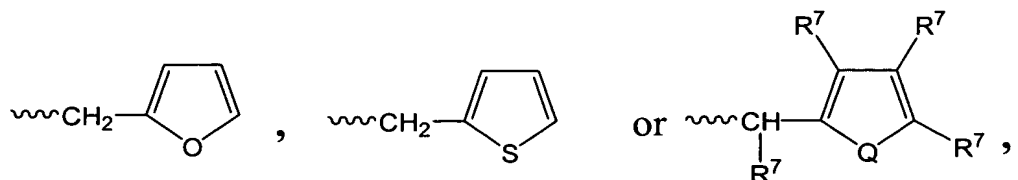
R<sup>4</sup> is (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl-OR<sup>5</sup>, benzyl, aryl, (C<sub>0</sub>-C<sub>4</sub>)alkyl-(C<sub>1</sub>-C<sub>6</sub>)heterocycloalkyl, or (C<sub>0</sub>-C<sub>4</sub>)alkyl-(C<sub>2</sub>-C<sub>5</sub>)heteroaryl;

R<sup>5</sup> is (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, benzyl, aryl, or (C<sub>2</sub>-C<sub>5</sub>)heteroaryl;

each occurrence of R<sup>6</sup> is independently H, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)alkenyl, (C<sub>2</sub>-C<sub>8</sub>)alkynyl, benzyl, aryl, (C<sub>2</sub>-C<sub>5</sub>)heteroaryl, or (C<sub>0</sub>-C<sub>8</sub>)alkyl-C(O)O-R<sup>5</sup> or the R<sup>6</sup> groups can join to form a heterocycloalkyl group; and

the \* represents a chiral-carbon center.

11. (Original) A compound of claim 10, wherein  $R^1$  is H,  $(C_1-C_4)$ alkyl,  $CH_2OCH_3$ ,  $CH_2CH_2OCH_3$ , or

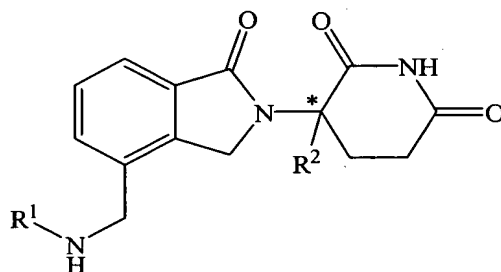


wherein Q is O or S, and each occurrence of  $R^7$  is independently H,  $(C_1-C_8)$ alkyl,  $(C_3-C_7)$ cycloalkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl, halogen,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl,  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl,  $(C_0-C_8)$ alkyl- $N(R^6)_2$ ,  $(C_1-C_8)$ alkyl- $OR^5$ ,  $(C_1-C_8)$ alkyl- $C(O)OR^5$ ,  $(C_1-C_8)$ alkyl- $O(CO)R^5$ , or  $C(O)OR^5$ , or adjacent occurrences of  $R^7$  can be taken together to form a bicyclic alkyl or aryl ring.

12. (Original) A compound of claim 10, wherein  $R^1$  is  $C(O)R^3$ .

13. (Original) A compound of claim 10, wherein  $R^1$  is  $C(O)OR^4$ .

14. (Previously amended) A compound having the formula:



wherein:

$R^1$  is H,  $(C_1-C_8)$ alkyl,  $(C_3-C_7)$ cycloalkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl,  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl,  $C(O)R^3$ ,  $C(S)R^3$ ,  $C(O)OR^4$ ,  $(C_1-C_8)$ alkyl- $N(R^6)_2$ ,  $(C_1-C_8)$ alkyl- $OR^5$ ,  $(C_1-C_8)$ alkyl- $C(O)OR^5$ ,  $C(O)NHR^3$ ,  $C(S)NHR^3$ ,  $C(O)NR^3R^3$ ,  $C(S)NR^3R^3$  or  $(C_1-C_8)$ alkyl- $O(CO)R^5$ ;

$R^2$  is H or  $(C_1-C_8)$ alkyl;

$R^3$  and  $R^3'$  are independently  $(C_1-C_8)$ alkyl,  $(C_3-C_7)$ cycloalkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl,  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl,  $(C_0-C_8)$ alkyl- $N(R^6)_2$ ,  $(C_1-C_8)$ alkyl- $OR^5$ ,  $(C_1-C_8)$ alkyl- $C(O)OR^5$ ,  $(C_1-C_8)$ alkyl- $O(CO)R^5$ , or  $C(O)OR^5$ ;

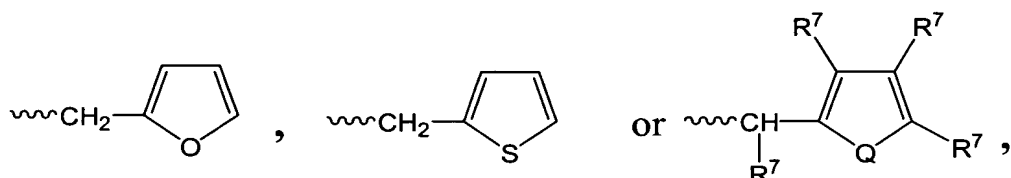
$R^4$  is  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl,  $(C_1-C_4)$ alkyl-OR<sup>5</sup>, benzyl, aryl,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl, or  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl;

$R^5$  is  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl, or  $(C_2-C_5)$ heteroaryl;

each occurrence of  $R^6$  is independently H,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl,  $(C_2-C_5)$ heteroaryl, or  $(C_0-C_8)$ alkyl-C(O)O-R<sup>5</sup> or the  $R^6$  groups can join to form a heterocycloalkyl group; and

the \* represents a chiral-carbon center.

15. (Original) A compound of claim 14, wherein  $R^1$  is H,  $(C_1-C_4)$ alkyl,  $CH_2OCH_3$ ,  $CH_2CH_2OCH_3$ , or

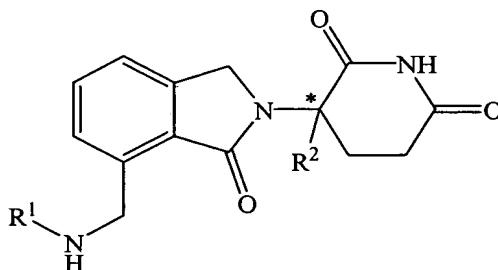


wherein Q is O or S, and each occurrence of  $R^7$  is independently H,  $(C_1-C_8)$ alkyl,  $(C_3-C_7)$ cycloalkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl, halogen,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl,  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl,  $(C_0-C_8)$ alkyl-N( $R^6$ )<sub>2</sub>,  $(C_1-C_8)$ alkyl-OR<sup>5</sup>,  $(C_1-C_8)$ alkyl-C(O)OR<sup>5</sup>,  $(C_1-C_8)$ alkyl-O(CO)R<sup>5</sup>, or C(O)OR<sup>5</sup>, or adjacent occurrences of  $R^7$  can be taken together to form a bicyclic alkyl or aryl ring.

16. (Original) A compound of claim 14, wherein  $R^1$  is C(O)R<sup>3</sup>.

17. (Original) A compound of claim 14, wherein  $R^1$  is C(O)OR<sup>4</sup>.

18. (Previously amended) A compound having the formula:



wherein:

$R^1$  is H,  $(C_1-C_8)$ alkyl,  $(C_3-C_7)$ cycloalkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl,  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl,  $C(O)R^3$ ,  $C(S)R^3$ ,  $C(O)OR^4$ ,  $(C_1-C_8)$ alkyl- $N(R^6)_2$ ,  $(C_1-C_8)$ alkyl- $OR^5$ ,  $(C_1-C_8)$ alkyl- $C(O)OR^5$ ,  $C(O)NHR^3$ ,  $C(S)NHR^3$ ,  $C(O)NR^3R^{3'}$ ,  $C(S)NR^3R^{3'}$  or  $(C_1-C_8)$ alkyl- $O(CO)R^5$ ;

$R^2$  is H or  $(C_1-C_8)$ alkyl;

$R^3$  and  $R^{3'}$  are independently  $(C_1-C_8)$ alkyl,  $(C_3-C_7)$ cycloalkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl,  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl,  $(C_0-C_8)$ alkyl- $N(R^6)_2$ ,  $(C_1-C_8)$ alkyl- $OR^5$ ,  $(C_1-C_8)$ alkyl- $C(O)OR^5$ ,  $(C_1-C_8)$ alkyl- $O(CO)R^5$ , or  $C(O)OR^5$ ;

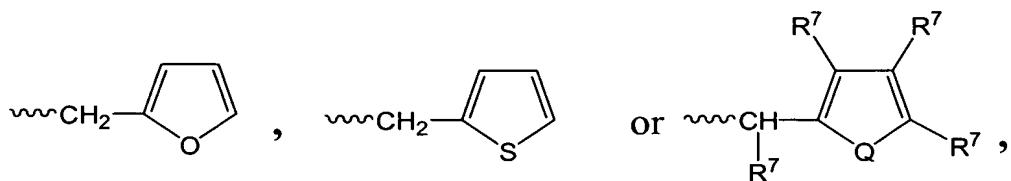
$R^4$  is  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl,  $(C_1-C_4)$ alkyl- $OR^5$ , benzyl, aryl,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl, or  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl;

$R^5$  is  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl, or  $(C_2-C_5)$ heteroaryl;

each occurrence of  $R^6$  is independently H,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl,  $(C_2-C_5)$ heteroaryl, or  $(C_0-C_8)$ alkyl- $C(O)O-R^5$  or the  $R^6$  groups can join to form a heterocycloalkyl group; and

the \* represents a chiral-carbon center.

19. (Original) A compound of claim 18, wherein  $R^1$  is H,  $(C_1-C_4)$ alkyl,  $CH_2OCH_3$ ,  $CH_2CH_2OCH_3$  or



wherein Q is O or S, and each occurrence of  $R^7$  is independently H,  $(C_1-C_8)$ alkyl,  $(C_3-C_7)$ cycloalkyl,  $(C_2-C_8)$ alkenyl,  $(C_2-C_8)$ alkynyl, benzyl, aryl, halogen,  $(C_0-C_4)$ alkyl- $(C_1-C_6)$ heterocycloalkyl,  $(C_0-C_4)$ alkyl- $(C_2-C_5)$ heteroaryl,  $(C_0-C_8)$ alkyl- $N(R^6)_2$ ,  $(C_1-C_8)$ alkyl- $OR^5$ ,  $(C_1-C_8)$ alkyl- $C(O)OR^5$ ,  $(C_1-C_8)$ alkyl- $O(CO)R^5$ , or  $C(O)OR^5$ , or adjacent occurrences of  $R^7$  can be taken together to form a bicyclic alkyl or aryl ring.

20. (Original) A compound of claim 18, wherein  $R^1$  is  $C(O)R^3$ .

21. (Original) A compound of claim 18, wherein R<sup>1</sup> is C(O)OR<sup>4</sup>.

22-39. (Canceled without prejudice).

40. (Previously canceled without prejudice).

41-47. (Canceled without prejudice).

48. (Previously canceled without prejudice).

49-52. (Canceled without prejudice).

53-56. (Previously canceled without prejudice).

57-100. (Canceled without prejudice).

101. (New) A compound of claim 10, which is: N-[2-(2,6-dioxo-piperidin-3-yl)-1,3-dioxo-2,3-dihydro-1H-isoindol-4-yl-methyl]-acetamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}cyclopropyl-carboxamide; 1-tert-butyl-3-[2-(2,6-dioxo-piperidin-3-yl)-1,3-dioxo-2,3-dihydro-1H-isoindol-4-ylmethyl]-urea; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}-3,3-dimethylbutanamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}-propanamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}-3-pyridylcarboxamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}heptanamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}-2-furylcarboxamide; 2-amino-N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}acetamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}-2-thienylcarboxamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}(ethylamino)carboxamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}butanamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}-2-pyridylcarboxamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}undecamide; N-{{2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl}methyl}2-methylpropanamide; N-{{2-

(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}cyclopentylcarboxamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} cyclohexylcarboxamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}(butylamino)carboxamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}(propylamino)carboxamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}[(methylethylamino)] carboxamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}(octylamino)carboxamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}(cyclopropylamino)carboxamide; or N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}(diethylamino)carboxamide.

102. (New) A compound of claim 10, which is: [2-(2,6-dioxo-piperidin-3-yl)-1,3-dioxo-2,3-dihydro-1H-isoindol-4-yl-methyl]-carbamic acid tert-butyl ester; 4-(aminomethyl)-2-(2,6-dioxo(3-Piperidyl))-isoindoline-1,3-dione; [2-(2,6-dioxo-piperidin-3-yl)-1,3-dioxo-2,3-dihydro-1H-isoindol-4-yl-methyl]-carbamic acid ethyl ester; [2-(2,6-dioxo-piperidin-3-yl)-1,3-dioxo-2,3-dihydro-1H-isoindol-4-yl-methyl]-carbamic acid benzyl ester; 2-(dimethylamino)-N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} acetamide; ethyl 6-(3N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} carbamoyl)hexanoate; 3-[(tert-butoxy)carbonylamino]-N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} propanamide; 3-amino-N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} propanamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}-2-methoxyacetamide; (N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} carbamoyl)methyl acetate; ethyl 2-[N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} carbamoyl]amino]acetate; 7-amino-N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} heptanamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} benzamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl} phenylacetamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}(phenylamino)carboxamide; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl)methyl}(benzylamino)carboxamide, 2-(2,6-dioxo-piperidin-3-yl)-4- {[2-(furan-2-ylmethyl)-amino-methyl]-isoindole-1,3-dione; N- {[2-(2,6-dioxo(3-piperidyl))-1,3-dioxo-2,3-dihydro-1H-isoindol-4-ylmethyl]-isonicotinamide; 2-(2,6-dioxo(3-piperidyl))-4- {[2-(cyclohexylamino)thioxomethyl]amino}methyl}isoindole-1,3-dione; 2-(2,6-

dioxo(3-piperidyl))-4-({[(ethylamino)thioxomethyl]amino}methyl)isoindole-1,3-dione; 2-(2,6-dioxo(3-piperidyl))-4-({[(propylamino)thioxomethyl]amino}methyl)isoindole-1,3-dione; N-{[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl]methyl}(cyclopentylamino)carboxamide; N-{[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl]methyl}(3-pyridylamino)carboxamide; N-{[2-(2,6-dioxo(3-piperidyl))-1,3-dioxoisindolin-4-yl]methyl}piperidylcarboxamide; or piperazine-1-carboxylic acid [2-(2,6-dioxo-piperidin-3-yl)-1,3-dioxo-2,3-dihydro-1H-isoindol-4-ylmethyl]-amide.

103. (New) A compound of claim 14, which is: N-[2-(2,6-dioxo-piperidin-3-yl)-1-oxo-2,3-dihydro-1H-isoindol-4-ylmethyl]-acetamide; N-{[2-(2,6-dioxo(3-piperidyl))-1-oxoisindolin-4-yl]methyl}cyclopropylcarboxamide; or N-{[2-(2,6-dioxo(3-piperidyl))-1-oxoisindolin-4-yl]methyl}(ethylamino)carboxamide.

104. (New) A stereoisomer of a compound of any one of claims 10, 14, 18, 101, 102, or 103.

105. (New) A racemate of a compound of any one of claims 10, 14, 18, 101, 102, or 103.